UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2005.

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _________ to _________.

Commission File Number **0-25699**

P L X   T E C H N O L O G Y, I N C.

(Exact name of Registrant as specified in its charter)

Delaware	94-3008334
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

870 Maude Avenue, Sunnyvale, CA 94085
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (408) 774-9060

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes[X] No[ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes[X] No[ ]

As of August 2, 2005 there were 27,483,032 shares of common stock, par value $0.001 per share, outstanding.

This Report on Form 10-Q includes 25 pages with the Index to Exhibits located on page 23

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PLX TECHNOLOGY, INC.
INDEX TO
REPORT ON FORM 10-Q
FOR QUARTER ENDED JUNE 30, 2005

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PLX TECHNOLOGY, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

	June 30, 2005 (unaudited)	December 31, 2004 (1)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 19,047	$ 9,556
Short-term marketable securities	13,377	10,565
Accounts receivable, net	5,470	5,084
Inventories	2,522	4,159
Other current assets	1,582	2,058
Total current assets	41,998	31,422
Property and equipment, net	30,177	30,860
Long-term marketable securities	--	10,155
Goodwill	36,085	30,965
Other purchased intangible assets	5,968	6,991
Other assets	420	80
Total assets	$ 114,648	$ 110,473
LIABILITIES		
Current liabilities:		
Accounts payable	$ 3,095	$ 3,627
Accrued compensation and benefits	1,698	1,813
Deferred revenues	1,486	1,310
Accrued commissions	314	300
Other accrued expenses	1,232	1,264
Total current liabilities	7,825	8,314
Commitments		
STOCKHOLDERS' EQUITY		
Common stock, par value	27	27
Additional paid-in capital	117,516	111,739
Deferred compensation	(263)	(406)
Accumulated other comprehensive loss	(194)	(211)
Accumulated deficit	(10,263)	(8,990)
Total stockholders' equity	106,823	102,159
Total liabilities and stockholders' equity	$ 114,648	$ 110,473

(1) Derived from audited financial statements

See accompanying notes to condensed consolidated financial statements.

PLX TECHNOLOGY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	**2004**	**2005**	**2004**
Net revenues	$ 13,185	$ 14,016	$ 26,407	$ 25,658
Cost of revenues	4,900	4,925	9,757	8,154
Gross margin	8,285	9,091	16,650	17,504
Operating expenses:				
Research and development	4,665	4,394	8,777	8,451
Selling, general and administrative	4,021	3,768	8,447	7,446
In-process research and development	--	1,123	--	1,123
Amortization of purchased intangible assets	512	442	1,024	739
Total operating expenses	9,198	9,727	18,248	17,759
Loss from operations	(913)	(636)	(1,598)	(255)
Interest income and other, net	185	99	340	167
Loss before provision for income taxes	(728)	(537)	(1,258)	(88)
Provision for income taxes	4	--	15	172
Net loss	$ (732)	$ (537)	$ (1,273)	$ (260)
Basic and diluted net loss per share	$ (0.03)	$ (0.02)	$ (0.05)	$ (0.01)
Shares used to compute basic and diluted per share amounts	26,932	24,850	26,857	24,363

See accompanying notes to condensed consolidated financial statements.

PLX TECHNOLOGY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Six Months Ended June 30, 2005	Six Months Ended June 30, 2004
Cash flows from operating activities		
Net loss	$ (1,273)	$ (260)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	1,069	1,116
Amortization of deferred compensation	132	46
Amortization of purchased intangible assets	1,024	739
In process research and development	--	1,123
Other non-cash items	97	57
Changes in operating assets and liabilities:		
Accounts receivable	(386)	373
Inventories	1,637	(1,100)
Other current assets	476	69
Other assets	(340)	57
Accounts payable	(532)	1,144
Accrued compensation and benefits	(94)	376
Deferred revenues	176	298
Other accrued expenses	(28)	719
Net cash provided by operating activities	1,958	4,757
Investing Activities		
Cash acquired from the acquisition of NetChip Technology, Inc	--	2,821
Purchases of marketable securities	(800)	(15,751)
Sales and maturities of marketable securities	8,075	3,000
Purchases of property and equipment	(391)	(455)
Net cash provided by (used in) investing activities	6,884	(10,385)
Financing Activities		
Proceeds from the exercise of common stock options	643	1,314
Proceeds from the exercise of warrants assumed in the acquisition of HiNT Corporation	26	--
Repayment of stockholders notes receivable	--	70
Net cash provided by financing activities	669	1,384
Effect of exchange rate fluctuations on cash and cash equivalents	(20)	(1)
Increase (decrease) in cash and cash equivalents	9,491	(4,245)
Cash and cash equivalents at beginning of year	9,556	10,955
Cash and cash equivalents at end of period	$ 19,047	$ 6,710
Non-cash investing and financing activities:		
Common stock issued for the acquisition of NetChip Technology, Inc	$ 5,120	$ --

See accompanying notes to condensed consolidated financial statements.

PLX TECHNOLOGY, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of PLX Technology, Inc. and its wholly-owned subsidiaries (collectively, "PLX" or the "Company") as of June 30, 2005 and for the three and six-month periods ended June 30, 2005 and 2004 have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments (consisting only of normal recurring accruals) that management considers necessary for a fair presentation of the Company's financial position, operating results and cash flows for the interim periods presented. Operating results and cash flows for interim periods are not necessarily indicative of results for the entire year.

The unaudited condensed consolidated financial statements include all of the accounts of the Company and those of its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated.

This financial data should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates and such differences may be material to the financial statements.

Comprehensive Net Loss

The Company's comprehensive net loss for the three and six months ended June 30, 2005 and June 30, 2004 was as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Net loss	$ (732)	$ (537)	$ (1,273)	$ (260)
Unrealized gain (loss) on marketable securities, net	52	(201)	24	(172)
Cumulative translation adjustments	(8)	4	(7)	6
Comprehensive net loss	$ (688)	$ (734)	$ (1,256)	$ (426)

Recent Accounting Pronouncements

In December 2004, the FASB issued SFAS 123R which requires the measurement of all employee share-based payments to employees, including grants of employee stock options, using a fair-value-based method and the recording of such expense in our consolidated statements of operations. The accounting provisions of SFAS 123R was originally effective for reporting periods beginning after June 15, 2005. On April 14, 2005 the U.S. Securities and Exchange Commission (the "SEC") announced a deferral of the effective date of FAS 123(R) for calendar year companies until the beginning of 2006. The pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement recognition beginning in the first quarter of 2006. See "Stock-Based Compensation" (Note 2 of the Consolidated Financial Statements) for the pro forma net loss and net loss per share amounts, for the three and six months ended June 30, 2005 and 2004, as if we had used a fair-value-based method similar to the methods required under SFAS 123R to measure compensation expense for employee stock incentive awards. Although we have not yet determined whether the adoption of SFAS 123R will result in amounts that are similar to the current pro foma disclosures under SFAS 123, we are evaluating the requirements under SFAS 123R and expect the adoption to have a material impact on our consolidated statements of operations and net income (loss) per share.

2. Stock Based Compensation

The Company has elected to follow the intrinsic value method under APB Opinion No. 25 and related interpretations in accounting for its stock options and grants as permitted by Statement of Financial Accounting Standards (SFAS) No. 123. SFAS No. 123 requires the measurement of all employee share-based payments to employees, including grants of employee stock options, using a fair value-based method and the recording of such expense in our consolidated statements of operations. Using the intrinsic value method under APB Opinion No. 25, if the exercise price of the Company's stock grants and options equals the deemed fair value of the underlying stock on the date of grant, no compensation expense is recognized.

If compensation expense for the Company's stock-based compensation plans had been determined based on the fair value at the grant dates for awards under those plans consistent with the method of SFAS No. 123, then the Company's net loss per share would have been adjusted to the pro forma amounts indicated below (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	**2004**	**2005**	**2004**
Net loss as reported	$ (732)	$ (537)	$ (1,273)	$ (260)
Add: Stock-based compensation included in reported net loss	33	28	132	46
Deduct: Stock-based compensation cost under SFAS 123	(1,371)	(1,681)	(2,747)	(2,879)
Pro forma net loss	$ (2,070)	$ (2,190)	$ (3,888)	$ (3,093)
Pro forma basic and diluted net loss per common share:				
Pro forma shares used in the calculation of pro forma net loss per common share - basic and diluted	26,932	24,850	26,857	24,363
Pro forma net loss per common share - basic and diluted	$ (0.08)	$ (0.09)	$ (0.14)	$ (0.13)
Reported net loss per common share - basic and diluted	$ (0.03)	$ (0.02)	$ (0.05)	$ (0.01)

3. Inventories

Inventories are valued at the lower of cost (first-in, first-out method) or market (net realizable value). Inventories were as follows (in thousands):

	June 30, 2005	December 31, 2004
Work in process	$ 730	$ 1,083
Finished goods	1,792	3,076
Total	$ 2,522	$ 4,159

4. Business Combination

On May 24, 2004, the Company purchased NetChip Technology, Inc., a fabless supplier of high-performance semiconductors based on Universal Serial Bus (USB) and Peripheral Component Interconnect (PCI) standards, for an aggregate purchase price, including acquisition costs, of $22.2 million. The transaction was accounted for using purchase accounting. The Company acquired NetChip Technology, Inc. in order to expand its position of strength in the market for PCI, PCI-X and PCI Express interconnect chips to include the USB product line, where NetChip offered an industry-leading product line offering high-performance and low-power products for the USB 2.0 market. NetChip also had PCI Express products in development that complemented the Company's PCI Express chips. The combined company provides a wide selection of interconnect chips based on these standards. In addition, the Company was required to issue to the selling shareholder shares calculated based on agreed milestones. On June 20, 2005, the purchased entity partially met its targets and the Company issued 554,306 shares of the Company's common stock valued at approximately $5.1 million to the former Netchip shareholders. This represents the final distribution relating to certain USB gross profit milestones. This additional purchase consideration was recorded as goodwill during the three months ended June 30, 2005.

5. Net Loss Per Share

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Net loss	$ (732)	$ (537)	$ (1,273)	$ (260)
Weighted average shares of common stock outstanding	26,932	24,850	26,857	24,363
Net loss per share - basic and diluted	$ (0.03)	$ (0.02)	$ (0.05)	$ (0.01)

The Company incurred a loss for the three and six month periods ended June 30, 2005 and 2004. Therefore, the effect of dilutive securities of approximately 4.7 million equivalent shares for each of the periods ending June 30, 2005 and 2004, have been excluded from the computation of diluted loss per share as their impact would be anti-dilutive. Dilutive securities include only stock options.

6. Segments of an Enterprise and Related Information

The Company has one operating segment, the sale of semiconductor devices. The Chief Executive Officer has been identified as the Chief Operating Decision Maker (CODM) because he has final authority over resource allocation decisions and performance assessment. The CODM does not receive discrete financial information about individual components of the Company's business.

Revenues by geographic region based on customer location were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Revenues:				
United States	$ 3,631	$ 4,244	$ 7,287	$ 8,417
Asia - excluding China, Singapore, and Taiwan	2,190	2,811	4,350	4,066
China	1,980	989	4,042	2,049
Europe	1,907	2,504	4,243	4,639
Singapore	1,587	1,331	3,065	2,522
Taiwan	1,253	1,699	2,163	2,942
Americas - excluding United States	637	438	1,257	1,023
Total	$ 13,185	$ 14,016	$ 26,407	$ 25,658

For the three months ended June 30, 2005 and 2004, 26% and 10%, respectively, of net revenues were derived from sales to the same distributor. For the six months ended June 30, 2005 and 2004, 25% and 11%, respectively, of net revenues were derived from sales to the same distributor. As of June 30, 2005 and 2004, this distributor accounted for 26% and 6%, respectively, of the total accounts receivable balance. For both of these periods, no other individual direct customer or distributor represented greater than 10% of net revenues.

7. Income Taxes

Income tax expense of $15,000 was recorded for the six month period ended June 30, 2005, compared to income tax expense of $0.2 million for the same period in 2004. Income tax expense for the six months ended June 30, 2005 was primarily due to miscellaneous state income taxes payable and foreign income taxes currently payable. For the same period in 2004, the provision for income taxes related to projected federal, state and foreign taxes payable pertaining to that quarter. The current expense differs from the expected benefit derived by applying the applicable U.S. federal statutory rate to the loss from operations primarily due to nondeductible acquisition-related items and a change in the valuation allowance related to deferred tax assets.

Deferred tax assets are recognized when there is sufficient evidence that it is more likely than not that such deferred tax assets will be realized. The Company has determined that such evidence does not currently exist. Therefore, a full valuation allowance has been established to reserve the Company's net deferred tax assets.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Report on Form 10-Q contains forward-looking statements within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including statements regarding our expectations, hopes, intentions, beliefs or strategies regarding the future. Such forward-looking statements also include statements regarding our future gross margin, our future research and development expenses, our future selling, general and administrative expenses, our future deferred compensation expenses, our ability to meet our capital requirements for the next twelve months and our future capital requirements. Actual results could differ materially from those projected in such forward-looking statements. Factors that could cause actual results to differ include unexpected changes in the mix of our product sales, unexpected pricing pressures, or unexpected capital requirements that may arise due to other possible acquisitions. Actual results could also differ for the reasons noted under the sub-heading “Factors That May Affect Future Operating Results” and in other sections of this report on Form 10-Q. All forward-looking statements included in this Form 10-Q are based on information available to us on the date of this Report on Form 10-Q, and we assume no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements.

The following discussion should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

OVERVIEW

PLX was founded in 1986, and between 1994 and 2002 we focused on the development of I/O interface semiconductors and related software and development tools that are used in systems incorporating the PCI standard. In 1994 and 1995, a significant portion of our revenues were derived from the sale of semiconductor devices that perform similar functions as our current products, except they were based on a variety of industry standards. Our revenues since 1996 have been derived predominantly from the sale of semiconductor devices based on the PCI standard to a large number of customers in a variety of applications including networking and telecommunications, enterprise storage, imaging, industrial and other embedded applications as well as in related adapter cards. In 2002, we shifted the majority of our development efforts to PCI Express. In September 2004, we began shipping products based on the PCI Express standard for next-generation systems. We generate less than 2% of our revenues from sales of our software and development tools.

In May 2003, we acquired HiNT Corp. which markets and sells PCI and PCI-X Bridge products into a variety of applications including networking and telecommunications, personal computer peripheral, imaging, industrial and other embedded applications. Beginning with the quarter ended June 30, 2003, our operating results include results of HiNT Corp. and its products.

In May 2004, we acquired NetChip Technology, Inc. which markets and sells USB Device Controllers used in a range of business and consumer applications, including printers, wireless LAN adapters, personal video recorders, and digital camcorders. Beginning with the quarter ended June 30, 2004, our operating results include results of NetChip Technology, Inc. and its products.

We utilize a "fabless" semiconductor business model whereby we purchase wafers and packaged and tested semiconductor devices from independent manufacturing foundries. This approach allows us to focus on defining, developing, and marketing our products and eliminates the need for us to invest large amounts of capital in manufacturing facilities and work-in-process inventory.

We rely on a combination of direct sales personnel and distributors and manufacturers' representatives throughout the world to sell a significant portion of our products. We pay manufacturers' representatives a commission on sales while we sell products to distributors at a discount from the selling price. We recognize revenue at the time of title passage which is generally upon shipment. A majority of our sales is made though our distributors. Recognition of sales to distributors, including international distributors, is deferred until the product is resold by the distributors to their customers. In order to identify amounts sold through by our distributors, we obtain from our distributors period-ending inventory balances held by our distributors. See "Certain Factors That May Affect Future Operating Results -- A Large Portion of Our Revenues Is Derived From Sales to Third-Party Distributors Who May Terminate Their Relationships with Us at Any Time."

Our gross margins have fluctuated in the past and are expected to fluctuate in the future due to changes in product and customer mix, write-downs and recoveries of excess or obsolete inventory, the position of our products in their respective life cycles, and specific product manufacturing costs.

The time period between initial customer evaluation and design completion can range from six to twelve months or more. Furthermore, there is typically an additional six to twelve month or greater period after design completion before a customer requests volume production of our products. Due to the variability and length of these design cycles and variable demand from customers, we may experience significant fluctuations in new orders from month to month. In addition, we typically make inventory purchases prior to receiving customer orders. Consequently, if anticipated sales and shipments in any quarter do not occur when expected, expenses and inventory levels could be disproportionately high, and our results for that quarter and potentially future quarters would be materially and adversely affected.

Our long-term success will depend on our ability to introduce new products. While new products typically generate little or no revenues during the first twelve months following their introduction, our revenues in subsequent periods depend upon these new products. Due to the lengthy sales cycle and additional time before our customers request volume production, significant revenues from our new products typically occur twelve to twenty-four months after product introduction. As a result, revenues from newly introduced products have, in the past, produced a small percentage of our total revenues in the year the product was introduced. See "Certain Factors That May Affect Future Operating Results -- Our Lengthy Sales Cycle Can Result in Uncertainty and Delays with Regard to Our Expected Revenues."

RESULTS OF OPERATIONS

The following table summarizes historical results of operations as a percentage of net revenues for the periods shown.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Net revenues	100.0 %	100.0 %	100.0 %	100.0 %
Cost of revenues	37.2	35.1	36.9	31.8
Gross margin	62.8	64.9	63.1	68.2
Operating expenses:				
Research and development	35.4	31.3	33.2	32.9
Selling, general and administrative	30.5	26.9	32.0	29.0
In-process research and development	--	8.0	--	4.4
Amortization of purchased intangible assets	3.9	3.2	3.9	2.9
Total operating expenses	69.8	69.4	69.1	69.2
Loss from operations	(7.0)	(4.5)	(6.0)	(1.0)
Interest income and other, net	1.4	0.7	1.3	0.7
Loss before provision for income taxes	(5.6)	(3.8)	(4.7)	(0.3)
Provision for income taxes	--	--	0.1	0.7
Net loss	(5.6)%	(3.8)%	(4.8)%	(1.0)%

Net Revenues

Net revenues consist of product revenues generated principally by sales of our semiconductor devices. Net revenues for the three months ended June 30, 2005 were $13.2 million, a decrease of 5.9% from $14.0 million for the three months ended June 30, 2004. The decrease was primarily due to lower unit shipments of our PCI I/O devices and USB products partially offset by an increase in sales of our next generation PCI Express products as a result of the general market adoption of the PCI Express standard. For the three months ended June 30, 2005, software, development tools and product sales of our PCI I/O devices, USB and PCI Express products accounted for 79.9%, 15.6% and 4.5%, respectively, of our total net revenues. For the three months ended June 30, 2004, software, development tools and product sales of our PCI I/O devices and USB products accounted for 83.5% and 16.5%, respectively, of our total net revenues.

For the three months ended June 30, 2005 and 2004, 26% and 10%, respectively, of our net revenues were derived from sales to the same distributor. No other individual direct customer or distributor represented greater than 10% of net revenues.

Net revenues for the six months ended June 30, 2005 were $26.4 million, an increase of 2.9% from $25.7 million for the six months ended June 30, 2004. The increase was primarily due to higher unit shipments of our USB products acquired as part of the NetChip Technology, Inc. acquisition which was completed in May 2004 and sales of our next generation PCI Express products as a result of the general market adoption of the PCI Express standard, which factors were partially offset by lower unit shipments of our PCI I/O devices. For the six months ended June 30, 2005, software, development tools and product sales of our PCI I/O devices, USB and PCI Express products accounted for 81.8%, 14.8% and 3.4%, respectively, of our total net revenues. For the six months ended June 30, 2004, software, development tools and product sales of our PCI I/O devices and USB products accounted for 91.0% and 9.0%, respectively, of our total net revenues.

For the six months ended June 30, 2005 and 2004, 25% and 11%, respectively, of our net revenues were derived from sales to the same distributor. No other individual direct customer or distributor represented greater than 10% of net revenues.

Customer demand for semiconductors can change quickly and unexpectedly. Our revenue levels have been highly dependent on the amount of new orders that are received for products to be delivered to the customer within the same quarter, also called “turns fill” orders. Because of the long cycle time to build our products and our lack of visibility into demand when turns fill orders are high, it is difficult to predict which products to build to match future demand. We believe the current high turns fill requirements will continue until lead times substantially increase and order backlog grows. However, the sustainability of improved customer demand is uncertain and highly dependent on economic conditions. The current high turns fill orders requirement together with the uncertainty of product mix and pricing, makes it difficult to predict future levels of sales and profitability and may require us to carry higher levels of inventory.

Gross Margin

Gross margin represents net revenues less the cost of revenues. Cost of revenues includes the cost of (1) purchasing semiconductor devices from our independent foundries, (2) package, assembly and test services from our independent foundries and assembly and test contractors and (3) our operating costs associated with the procurement, storage, and shipment of products as allocated to production.

Gross margin for the three months ended June 30, 2005 was 62.8%, a decrease of 2.1% from 64.9% for the same period in 2004. The decrease in gross margin for the three months ended June 30, 2005 when compared to the same period in 2004 was primarily due to shifts in our product and customer mix.

Gross margin for the six months ended June 30, 2005 was 63.1%, a decrease of 5.1% from 68.2% for the same period in 2004. The decrease in gross margin for the six months ended June 30, 2005 when compared to the same period in 2004 was primarily due to higher unit shipments of our USB products that have lower margins compared to our PCI I/O devices. The USB product line was acquired pursuant to our acquisition of NetChip, which was completed in May 2004.

Future gross profit and gross margin are highly dependent on the product and customer mix of net revenues. Accordingly, we are not able to predict future gross profit levels or gross margins with certainty.

Research and Development Expenses

Research and development (R&D) expenses consist primarily of salaries and related costs of employees engaged in research, design, and development activities. In addition, expenses for outside engineering consultants and engineering tooling costs at our independent foundries and deferred compensation are included in research and development expenses.

R&D as a percentage of net revenues increased to 35.4% for the three months ended June 30, 2005, as compared to 31.3% for the same period in 2004. The percentage increase is due primarily to cost increasing at a higher rate than revenues. In absolute dollars, R&D expenses increased by $0.3 million or 6.2% to $4.7 million for the three months ended June 30, 2005 from $4.4 million for the same period in 2004. The increase in R&D was due to (1) higher compensation and benefit expenses of $0.2 million resulting partly from the inclusion of a full quarter's worth of NetChip related expenses, (2) increased employee expenses of $0.1 million, (3) increased professional fee expenses of $0.1 million and (4) increased equipment and software service expenses of $0.1 million. Such increases were partially offset by decreases in engineering expenses of $0.1 million and decreases in office lease expenses of $0.1 million due to the termination of a lease acquired as part of the HiNT Corp. acquisition.

R&D as a percentage of net revenues increased to 33.2% for the six months ended June 30, 2005, as compared to 32.9% for the same period in 2004. The percentage increase is due primarily to cost increasing at a higher rate than revenues. In absolute dollars, R&D expenses increased by $0.3 million or 3.9% to $8.8 million for the six months ended June 30, 2005 from $8.5 million for the same period in 2004. The increase in R&D was due to (1) higher compensation and benefit expenses of $0.5 million resulting partly from the inclusion of a full six month's worth of NetChip related expenses, (2) increased employee expenses of $0.2 million and (3) increased equipment and software service expenses of $0.2 million. Such increases were partially offset by decreases in engineering expenses and professional fee expenses of $0.3 million and $0.1 million, respectively, and decreases in office lease expenses of $0.2 million due to the termination of a lease acquired as part of the HiNT Corp. acquisition.

We expect research and development expenses in absolute dollars to likely increase in the third quarter due to mask charges and other variable external engineering expenses related to PCI Express chips. Assuming that most of the added external engineering expenses for these tape-outs occur in the third quarter, we expect research and development expenses to decline in the subsequent quarters. The actual timing of the expenses will depend on the timing of actual mask and prototype fabrication.

Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses consist primarily of employee-related expenses, professional fees, trade show and other promotional expenses, and sales commissions to manufacturers' representatives.

SG&A as a percentage of net revenues increased to 30.5% for the three months ended June 30, 2005, as compared to 26.9% for the same period in 2004. The percentage increase is due primarily to cost increasing at a higher rate than revenues. In absolute dollars, SG&A expenses increased by $0.2 million or 6.7% to $4.0 million for the three months ended June 30, 2005 from $3.8 million for the same period in 2004. The increase in SG&A was due primarily to higher compensation and benefit expenses of $0.3 million resulting partly from the inclusion of a full quarter's worth of NetChip related expenses. This increase was partially offset by a decrease in office lease expense of $0.1 million due to the termination of a lease acquired as part of the HiNT Corp. acquisition.

SG&A as a percentage of net revenues increased to 32.0% for the six months ended June 30, 2005, as compared to 29.0% for the same period in 2004. The percentage increase is due primarily to cost increasing at a higher rate than revenues. In absolute dollars, SG&A expenses increased by $1.0 million or 13.4% to $8.4 million for the six months ended June 30, 2005 from $7.4 million for the same period in 2004. The increase in SG&A was due primarily to higher compensation and benefit expenses of $0.7 million resulting partly from the inclusion of a full six month's worth of NetChip related expenses and higher consulting and professional fees of $0.2 million resulting mainly from our 2004 Sarbanes Oxley compliance effort. This increase was partially offset by a decrease in office lease expense of $0.1 million due to the termination of a lease acquired as part of the HiNT Corp. acquisition.

In the future, selling, general and administrative expenses will vary from period to period based on the trade shows, advertising, legal, and other marketing and administrative activities undertaken, and the change in sales, marketing and administrative headcount in any given period. We anticipate that selling, general and administrative expense in the three months ending September 30, 2005 will remain relatively flat as compared to the three months ended June 30, 2005.

Amortization of Purchased Intangible Assets

Amortization of purchased intangible assets for the three months ended June 30, 2005 was $0.5 million, an increase of $0.1 million from $0.4 million for the three months ended June 30, 2004. The increase was due primarily to additional amortization expense from developed/core technology and customer base acquired as a result of the NetChip Technology, Inc. acquisition in May 2004.

Amortization of purchased intangible for the six months ended June 30, 2005 was $1.0 million, an increase of $0.3 million from $0.7 million for the six months ended June 30, 2004. The increase was due primarily to additional amortization expense from developed/core technology and customer base acquired as a result of the NetChip Technology, Inc. acquisition in May 2004.

Deferred Compensation

Amortization of deferred compensation increased by $5,000 to $33,000 for the three months ended June 30, 2005 from $28,000 for the same period in 2004. Amortization of deferred compensation increased by $86,000 to $0.1 million for the six months ended June 30, 2005 from $46,000 from the same period in 2004. The increase was primarily the result of additional deferred compensation recorded from the NetChip Technology, Inc. acquisition in 2004. Substantially all of these amounts are recorded in research and development expenses and are expected to fully amortize by January 2008.

Interest Income and Other, Net

Interest income reflects interest earned on cash, cash equivalents and short-term and long-term marketable securities balances. Interest income and other increased by $0.1 million to $0.2 million for the three months ended June 30, 2005 from $0.1 million from the same period in 2004. The increase was primarily due to higher cash and investment balances and higher interest rates.

Interest income and other increased by $0.1 million to $0.3 million for the six months ended June 30, 2005 from $0.2 million from the same period in 2004. The increase was primarily due to higher cash and investment balances and higher interest rates.

Provision for Income Taxes

Income tax expense of $15,000 was recorded for the six month period ended June 30, 2005, compared to income tax expense of $0.2 million for the same period in 2004. Income tax expense for the six months ended June 30, 2005 was primarily due to miscellaneous state income taxes payable and foreign income taxes currently payable. For the same period in 2004, the provision for income taxes related to projected federal, state and foreign taxes payable pertaining to that quarter. The current expense differs from the expected provision derived by applying the applicable U.S. federal statutory rate to the loss from operations primarily due to nondeductible acquisition-related items and a change in the valuation allowance related to deferred tax assets.

Deferred tax assets are recognized when there is sufficient evidence that it is more likely than not that such deferred tax assets will be realized. The Company has determined that such evidence does not currently exist. Therefore, a full valuation allowance has been established to reserve the Company's net deferred tax asset.

Liquidity and Capital Resources

Cash and cash equivalents and short and long-term marketable securities were $32.4 million at June 30, 2005, an increase of $2.1 million from $30.3 million at December 31, 2004. The increase was primarily due to (1) net losses of $1.3 million adjusted for non-cash expenses of $2.3 million, (2) decreases in inventory and other current assets of $1.6 million and $0.5 million, respectively, and (3) cash received of $0.6 million from the exercise of stock options. These cash inflows were partially offset by (1) decreases in accounts payable of $0.5 million, (2) increases in accounts receivable and other assets of $0.4 million and $0.3 million, respectively, and (3) capital expenditures of $0.4 million.

On June 20, 2005, the Company issued 554,306 shares of the Company's common stock valued at approximately $5.1 million to the former Netchip shareholders representing the final distribution relating to USB gross profit milestones. This additional purchase consideration was recorded as goodwill during the three months ended June 30, 2005.

In September 2002, our Board of Directors authorized the repurchase of up to 2,000,000 shares of common stock. At the discretion of the management, we can repurchase the shares from time to time in the open market or in privately negotiated transactions. We did not repurchase any shares during the three month period ended June 30, 2005.

As of June 30, 2005, non-cancelable inventory purchase commitments were $4.4 million as compared with $3.0 million at December 31, 2004. There were no other significant changes from December 31, 2004 in contractual obligations or commercial commitments outstanding.

We believe that our existing resources, together with cash generated from our operations will be sufficient to meet our capital requirements for at least the next twelve months. Our future capital requirements will depend on many factors, including the inventory levels we maintain, the level of investment we make in new technologies and improvements to existing technologies and the levels of monthly expenses required to launch new products. From time to time, we may also evaluate potential acquisitions and equity investments complementary to our technologies and market strategies. To the extent that existing resources and future earnings are insufficient to fund our future activities, we may need to raise additional funds through public or private financings. Additional funds may not be available or, if available, we may not be able to obtain them on terms favorable to us and our stockholders.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and related disclosures of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The SEC has defined a company’s critical accounting policies as the ones that are most important to the portrayal of the company’s financial condition and results of operations, and which require the company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, we have identified the critical accounting policies and judgments addressed below. We also have other key accounting policies which involve the use of estimates, judgments and assumptions that are significant to understanding our results. Although we believe that our estimates, assumptions and judgments are reasonable, they are based upon information presently available. Actual results may differ significantly from these estimates under different assumptions, judgments or conditions.

Inventory Valuation. We evaluate the need for potential write-downs for inventory by considering a combination of factors. Based on the life of the product, sales history, obsolescence, and sales forecast, we may record write-downs to our inventory ranging from 0% to 100%. Any adverse changes to our future product demand may result in increased write-downs, resulting in decreased gross margin. In addition, future sales on any of our previously written down inventory may result in increased gross margin in the period of sale.

Allowance for Doubtful Accounts. We evaluate the collectibility of our accounts receivable based on length of time the receivables are past due, generally thirty days. We record reserves for bad debts against amounts due to reduce the net recognized receivable to the amount we reasonably believe will be collected. We have certain customers with individually large amounts due at any given balance sheet date. Any unanticipated change in one of those customer's creditworthiness or other matters affecting the collectibility of amounts due from such customers could have a material affect on our results of operations in the period in which such changes or events occur.

Goodwill. Our methodology for allocating the purchase price related to purchase acquisitions is determined through established valuation techniques. Goodwill is measured as the excess of the cost of the acquisition over the amounts assigned to identifiable assets acquired less assumed liabilities. We have one operating segment, the sales of semiconductor devices, and we perform goodwill impairment tests annually on November 1 and between annual tests in certain circumstances. To date, no such impairment has been recorded. In response to changes in industry and market conditions, we may strategically realign our resources and consider restructuring, disposing of, or otherwise exiting businesses, which could result in an impairment of goodwill.

Taxes. We account for income taxes using the liability method. Deferred taxes are determined based on the differences between the financial statement and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. As of June 30, 2005, we carried a valuation allowance for the entire deferred tax asset as a result of uncertainties regarding the realization of the asset balance. Future taxable income and/or tax planning strategies may eliminate all or a portion of the need for the valuation allowance. In the event we determine we are able to realize our deferred tax asset, an adjustment to the valuation allowance may increase income in the period such determination is made.

CERTAIN FACTORS THAT MAY AFFECT FUTURE OPERATING RESULTS

This quarterly report on Form 10-Q contains forward-looking statements which involve risks and uncertainties. Our actual results could differ materially from those anticipated by such forward-looking statements as a result of certain factors, including those set forth below.

Our Operating Results May Fluctuate Significantly Due To Factors Which Are Not Within Our Control

Our quarterly operating results have fluctuated significantly in the past and are expected to fluctuate significantly in the future based on a number of factors, many of which are not under our control. Our operating expenses, which include product development costs and selling, general and administrative expenses, are relatively fixed in the short-term. If our revenues are lower than we expect because we sell fewer semiconductor devices, delay the release of new products or the announcement of new features, or for other reasons, we may not be able to quickly reduce our spending in response.

Other circumstances that can affect our operating results include:

- the timing of significant orders, order cancellations and reschedulings,
- the loss of a significant customer(s),
- our significant customers could lose market share that may affect our business,
- integration of our product functionality into our customers' products,
- our ability to develop, introduce and market new products and technologies on a timely basis,
- introduction of products and technologies by our competitors,
- unexpected issues that may arise with devices in production
- shifts in our product mix toward lower margin products,
- changes in our pricing policies or those of our competitors or suppliers, including decreases in unit average selling prices of our products,

- the availability of production capacity at the fabrication facilities that manufacture our products,
- the availability and cost of materials to our suppliers,
- general economic conditions, and
- political climate.

These factors are difficult to forecast, and these or other factors could adversely affect our business. Any shortfall in our revenues would have a direct impact on our business. In addition, fluctuations in our quarterly results could adversely affect the market price of our common stock in a manner unrelated to our long-term operating performance.

Our Potential Future Acquisitions May Not Be Successful Because Of Our Limited Experience With Acquisitions In The Past

As part of our business strategy, we expect to review acquisition prospects that would complement our existing product offerings, improve market coverage or enhance our technological capabilities. Future acquisitions could result in any of all of the following:

- potentially dilutive issuances of equity securities,
- large acquisition-related write-offs,
- the incurrence of debt and contingent liabilities or amortization expenses related to other intangible assets,
- difficulties in the assimilation of operations, personnel, technologies, products and the information systems of the acquired companies,
- diversion of management's attention from other business concerns,
- risks of entering geographic and business markets in which we have no or limited prior experience, and
- potential loss of key employees of acquired organizations.

We have had limited experience with acquisitions in the past and may not be able to successfully integrate any businesses, products, technologies or personnel that may be acquired in the future. Our failure to do so could have a material adverse effect on our business.

A Downturn In The Global Economy May Adversely Affect Our Revenues, Results Of Operations And Financial Condition

Demand for semiconductor components is increasingly dependent upon the rate of growth in the global economy. If the rate of global economic growth slows, or contracts, customer demand for products could be adversely affected, which in turn could adversely affect revenues, results of operations and financial condition. Many factors could adversely affect regional or global economic growth. Some of the factors that could slow global economic growth include: rising interest rates in the United States, a slowdown in the rate of growth of the Chinese economy, a significant act of terrorism which disrupts global trade or consumer confidence, geopolitical tensions including war and civil unrest. Reduced levels of economic activity, or disruptions of international transportation, could adversely affect sales on either a global basis or in specific geographic regions.

Because A Substantial Portion Of Our Net Sales Is Generated By A Small Number Of Large Customers, If Any Of These Customers Delays Or Reduces Its Orders, Our Net Revenues And Earnings Will Be Harmed

Historically, a relatively small number of customers have accounted for a significant portion of our net revenues in any particular period. For the three months ended June 30, 2005 and 2004, 26% and 10%, respectively, of net revenues were derived from sales to the same distributor. For the six months ended June 30, 2005 and 2004, 25% and 11%, respectively, of net revenues were derived from sales to the same distributor. For both of these periods, no other individual direct customer or distributor represented greater than 10% of net revenues.

We have no long-term volume purchase commitments from any of our significant customers. We cannot be certain that our current customers will continue to place orders with us, that orders by existing customers will continue at the levels of previous periods or that we will be able to obtain orders from new customers. In addition, some of our customers supply products to end-market purchasers and any of these end-market purchasers could choose to reduce or eliminate orders for our customers' products. This would in turn lower our customers' orders for our products.

We anticipate that sales of our products to a relatively small number of customers will continue to account for a significant portion of our net sales. Due to these factors, the following have in the past and may in the future reduce our net sales or earnings:

- the reduction, delay or cancellation of orders from one or more of our significant customers;
- the selection of competing products or in-house design by one or more of our current customers;
- the loss of one or more of our current customers; or
- a failure of one or more of our current customers to pay our invoices.

Our Lengthy Sales Cycle Can Result In Uncertainty And Delays With Regard To Our Expected Revenues

Our customers typically perform numerous tests and extensively evaluate our products before incorporating them into their systems. The time required for test, evaluation and design of our products into a customer's equipment can range from six to twelve months or more. It can take an additional six to twelve months or more before a customer commences volume shipments of equipment that incorporates our products. Because of this lengthy sales cycle, we may experience a delay between the time when we increase expenses for research and development and sales and marketing efforts and the time when we generate higher revenues, if any, from these expenditures.

In addition, the delays inherent in our lengthy sales cycle raise additional risks of customer decisions to cancel or change product plans. When we achieve a design win, there can be no assurance that the customer will ultimately ship products incorporating our products. Our business could be materially adversely affected if a significant customer curtails, reduces or delays orders during our sales cycle or chooses not to release products incorporating our products.

Rapid Technological Change Could Make Our Products Obsolete

We operate in an industry that is subject to evolving industry standards, rapid technological changes, rapid changes in customer demands and the rapid introduction of new, higher performance products with shorter product life cycles. As a result, we expect to continue to make significant investments in research and development. However, we may not have adequate funds from operations or otherwise to devote to research and development, forcing us to reduce our research and development efforts. Also, we must manage product transitions successfully, since announcements or introductions of new products by us or our competitors could adversely affect sales of our existing products because these existing products can become obsolete or unmarketable for specific purposes. There can be no assurance that we will be able to develop and introduce new products or enhancements to our existing products on a timely basis or in a manner which satisfies customer needs or achieves widespread market acceptance. Any significant delay in releasing new products could adversely affect our reputation, give a competitor a first-to-market advantage or allow a competitor to achieve greater market share. The failure to adjust to rapid technological change could harm our business, financial condition, results of operations and cash flows.

Failure Of Our Products To Gain Market Acceptance Would Adversely Affect Our Financial Condition

We believe that our growth prospects depend upon our ability to gain customer acceptance of our products and technology. Market acceptance of products depends upon numerous factors, including compatibility with other products, adoption of relevant interconnect standards, perceived advantages over competing products and the level of customer service available to support such products. There can be no assurance that growth in sales of new products will continue or that we will be successful in obtaining broad market acceptance of our products and technology.

We expect to spend a significant amount of time and resources to develop new products and refine existing products. In light of the long product development cycles inherent in our industry, these expenditures will be made well in advance of the prospect of deriving revenues from the sale of any new products. Our ability to commercially introduce and successfully market any new products is subject to a wide variety of challenges during this development cycle, including start-up bugs, design defects and other matters that could delay introduction of these products to the marketplace. In addition, since our customers are not obligated by long-term contracts to purchase our products, our anticipated product orders may not materialize, or orders that do materialize may be cancelled. As a result, if we do not achieve market acceptance of new products, we may not be able to realize sufficient sales of our products in order to recoup research and development expenditures. The failure of any of our new products to achieve market acceptance would harm our business, financial condition, results of operation and cash flows.

We Must Make Significant Research And Development Expenditures Prior To Generating Revenues From Products

To establish market acceptance of a new semiconductor device, we must dedicate significant resources to research and development, production and sales and marketing. We incur substantial costs in developing, manufacturing and selling a new product, which often significantly precede meaningful revenues from the sale of this product. Consequently, new products can require significant time and investment to achieve profitability. Investors should understand that our efforts to introduce new semiconductor devices or other products or services may not be successful or profitable. In addition, products or technologies developed by others may render our products or technologies obsolete or noncompetitive.

We record as expenses the costs related to the development of new semiconductor devices and other products as these expenses are incurred. As a result, our profitability from quarter to quarter and from year to year may be adversely affected by the number and timing of our new product launches in any period and the level of acceptance gained by these products.

Our Independent Manufacturers May Not Be Able To Meet Our Manufacturing Requirements

We do not manufacture any of our semiconductor devices. Therefore, we are referred to in the semiconductor industry as a "fabless" producer of semiconductors. Consequently, we depend upon third party manufacturers to produce semiconductors that meet our specifications. We currently have third party manufacturers principally located in Japan, Taiwan and Malaysia, that can produce semiconductors which meet our needs. However, as the semiconductor industry continues to progress towards smaller manufacturing and design geometries, the complexities of producing semiconductors will increase. Decreasing geometries may introduce new problems and delays that may affect product development and deliveries. Due to the nature of the semiconductor industry and our status as a "fabless" semiconductor company, we could encounter fabrication-related problems that may affect the availability of our semiconductor devices, delay our shipments or may increase our costs.

None of our semiconductor devices are currently manufactured by more than one supplier. We place our orders on a purchase order basis and do not have a long term purchase agreement with any of our existing suppliers. In the event that the supplier of a semiconductor device was unable or unwilling to continue to manufacture this product in the required volume, we would have to identify and qualify a substitute supplier. Introducing new products or transferring existing products to a new third party manufacturer or process may result in unforeseen device specification and operating problems. These problems may affect product shipments and may be costly to correct. Silicon fabrication capacity may also change, or the costs per silicon wafer may increase. Manufacturing-related problems may have a material adverse effect on our business.

Intense Competition In The Markets In Which We Operate May Reduce The Demand For Or Prices Of Our Products

Competition in the semiconductor industry is intense. If our main target market, the microprocessor-based systems market, continues to grow, the number of competitors may increase significantly. In addition, new semiconductor technology may lead to new products that can perform similar functions as our products. Some of our competitors and other semiconductor companies may develop and introduce products that integrate into a single semiconductor device the functions performed by our semiconductor devices. This would eliminate the need for our products in some applications.

In addition, competition in our markets comes from companies of various sizes, many of which are significantly larger and have greater financial and other resources than we do and thus can better withstand adverse economic or market conditions. Also, we will compete with established microprocessor-based companies and others. Many of these indirect competitors and microprocessor companies have significantly greater financial, technical, marketing and other resources than PLX. Therefore, we cannot assure you that we will be able to compete successfully in the future against existing or new competitors, and increased competition may adversely affect our business. See "Business -- Competition," and "-- Products" in Part I of Item I of our Form 10-K for the year ended December 31, 2004.

Failure To Have Our Products Designed Into The Products Of Electronic Equipment Manufacturers Will Result In Reduced Sales

Our future success depends on electronic equipment manufacturers that design our semiconductor devices into their systems. We must anticipate market trends and the price, performance and functionality requirements of current and potential future electronic equipment manufacturers and must successfully develop and manufacture products that meet these requirements. In addition, we must meet the timing requirements of these electronic equipment manufacturers and must make products available to them in sufficient quantities. These electronic equipment manufacturers could develop products that provide the same or similar functionality as one or more of our products and render these products obsolete in their applications.

We do not have purchase agreements with our customers that contain minimum purchase requirements. Instead, electronic equipment manufacturers purchase our products pursuant to short-term purchase orders that may be canceled without charge. We believe that in order to obtain broad penetration in the markets for our products, we must maintain and cultivate relationships, directly or through our distributors, with electronic equipment manufacturers that are leaders in the embedded systems markets. Accordingly, we will incur significant expenditures in order to build relationships with electronic equipment manufacturers prior to volume sales of new products. If we fail to develop relationships with additional electronic equipment manufacturers to have our products designed into new microprocessor-based systems or to develop sufficient new products to replace products that have become obsolete, our business would be materially adversely affected.

Lower Demand For Our Customers' Products Will Result In Lower Demand For Our Products

Demand for our products depends in large part on the development and expansion of the high-performance microprocessor-based systems markets including networking and telecommunications, enterprise storage, imaging and industrial applications. The size and rate of growth of these microprocessor-based systems markets may in the future fluctuate significantly based on numerous factors. These factors include the adoption of alternative technologies, capital spending levels and general economic conditions. Demand for products that incorporate high-performance microprocessor-based systems may not grow.

Defects In Our Products Could Increase Our Costs And Delay Our Product Shipments

Our products are complex. While we test our products, these products may still have errors, defects or bugs that we find only after commercial production has begun. We have experienced errors, defects and bugs in the past in connection with new products.

Our customers may not purchase our products if the products have reliability, quality or compatibility problems. This delay in acceptance could make it more difficult to retain our existing customers and to attract new customers. Moreover, product errors, defects or bugs could result in additional development costs, diversion of technical and other resources from our other development efforts, claims by our customers or others against us, or the loss of credibility with our current and prospective customers. In the past, the additional time required to correct defects has caused delays in product shipments and resulted in lower revenues. We may have to spend significant amounts of capital and resources to address and fix problems in new products.

We must continuously develop our products using new process technology with smaller geometries to remain competitive on a cost and performance basis. Migrating to new technologies is a challenging task requiring new design skills, methods and tools and is difficult to achieve.

We Could Lose Key Personnel Due To Competitive Market Conditions And Attrition

Our success depends to a significant extent upon our senior management and key technical and sales personnel. The loss of one or more of these employees could have a material adverse effect on our business. We do not have employment contracts with any of our executive officers.

Our success also depends on our ability to attract and retain qualified technical, sales and marketing, customer support, financial and accounting, and managerial personnel. Competition for such personnel in the semiconductor industry is intense, and we may not be able to retain our key personnel or to attract, assimilate or retain other highly qualified personnel in the future. In addition, we may lose key personnel due to attrition, including health, family and other reasons. We have experienced, and may continue to experience, difficulty in hiring and retaining candidates with appropriate qualifications. If we do not succeed in hiring and retaining candidates with appropriate qualifications, our business could be materially adversely affected.

A Large Portion Of Our Revenues Is Derived From Sales To Third-Party Distributors Who May Terminate Their Relationships With Us At Any Time

We depend on distributors to sell a significant portion of our products. For the six months ended June 30, 2005 and 2004, net revenues through distributors accounted for approximately 61% and 50%, respectively, of our net revenues. Some of our distributors also market and sell competing products. Distributors may terminate their relationships with us at any time. Our future performance will depend in part on our ability to attract additional distributors that will be able to market and support our products effectively, especially in markets in which we have not previously distributed our products. We may lose one or more of our current distributors or may not be able to recruit additional or replacement distributors. The loss of one or more of our major distributors could have a material adverse effect on our business, as we may not be successful in servicing our customers directly or through manufacturers' representatives.

The Demand For Our Products Depends Upon Our Ability To Support Evolving Industry Standards

A majority of our revenues are derived from sales of products, which rely on the PCI, PCI-X, USB and limited sales of PCI Express standards. If markets move away from these standards and begin using new standards, we may not be able to successfully design and manufacture new products that use these new standards. There is also the risk that new products we develop in response to new standards may not be accepted in the market. In addition, these standards are continuously evolving, and we may not be able to modify our products to address new specifications. Any of these events would have a material adverse effect on our business.

The Successful Marketing And Sales Of Our Products Depend Upon Our Third Party Relationships, Which Are Not Supported By Written Agreements

When marketing and selling our semiconductor devices, we believe we enjoy a competitive advantage based on the availability of development tools offered by third parties. These development tools are used principally for the design of other parts of the microprocessor-based system but also work with our products. We will lose this advantage if these third party tool vendors cease to provide these tools for existing products or do not offer them for our future products. This event could have a material adverse effect on our business. We have no written agreements with these third parties, and these parties could choose to stop providing these tools at any time.

Our Limited Ability To Protect Our Intellectual Property And Proprietary Rights Could Adversely Affect Our Competitive Position

Our future success and competitive position depend upon our ability to obtain and maintain proprietary technology used in our principal products. Currently, we have limited protection of our intellectual property in the form of patents and rely instead on trade secret protection. Our existing or future patents may be invalidated, circumvented, challenged or licensed to others. The rights granted there under may not provide competitive advantages to us. In addition, our future patent applications may not be issued with the scope of the claims sought by us, if at all. Furthermore, others may develop technologies that are similar or superior to our technology, duplicate our technology or design around the patents owned or licensed by us. In addition, effective patent, trademark, copyright and trade secret protection may be unavailable or limited in foreign countries where we may need protection. We cannot be sure that steps taken by us to protect our technology will prevent misappropriation of the technology.

We may from time to time receive notifications of claims that we may be infringing patents or other intellectual property rights owned by third parties. While there is currently no intellectual property litigation pending against us, litigation could result in significant expenses to us and adversely affect sales of the challenged product or technology. This litigation could also divert the efforts of our technical and management personnel, whether or not the litigation is determined in our favor. In addition, we may not be able to develop or acquire non-infringing technology or procure licenses to the infringing technology under reasonable terms. This could require expenditures by us of substantial time and other resources. Any of these developments would have a material adverse effect on our business.

The Cyclical Nature Of The Semiconductor Industry May Lead To Significant Variances In The Demand For Our Products

In the past, the semiconductor industry has been characterized by significant downturns and wide fluctuations in supply and demand. Also, during this time, the industry has experienced significant fluctuations in anticipation of changes in general economic conditions. This cyclicality has led to significant variances in product demand and production capacity. It has also accelerated erosion of average selling prices per unit. We may experience periodic fluctuations in our future financial results because of industry-wide conditions.

Because We Sell Our Products To Customers Outside Of North America And Because Our Products Are Incorporated With Products Of Others That Are Sold Outside Of North America We Face Foreign Business, Political And Economic Risks

Sales outside of North America accounted for approximately 68% of our revenues for the six months ended June 30, 2005. In 2004, 2003, and 2002, sales outside of North America accounted for approximately 68%, 63%, and 58% of our revenues, respectively. Sales outside of North America may fluctuate in future periods and may continue to account for a large portion of our revenues. In addition, equipment manufacturers who incorporate our products into their products sell their products outside of North America, thereby exposing us indirectly to foreign risks. Further, most of our semiconductor products are manufactured outside of North America. Accordingly, we are subject to international risks, including:

- difficulties in managing distributors,
- difficulties in staffing and managing foreign subsidiary and branch operations,
- political and economic instability,
- foreign currency exchange fluctuations,
- difficulties in accounts receivable collections,
- potentially adverse tax consequences,
- timing and availability of export licenses,
- changes in regulatory requirements, tariffs and other barriers,
- difficulties in obtaining governmental approvals for telecommunications and other products, and
- the burden of complying with complex foreign laws and treaties.

Because sales of our products have been denominated to date exclusively in United States dollars, increases in the value of the United States dollar will increase the price of our products so that they become relatively more expensive to customers in the local currency of a particular country, which could lead to a reduction in sales and profitability in that country.

Our Principal Stockholders Have Significant Voting Power And May Take Actions That May Not Be In The Best Interests Of Our Other Stockholders

Our executive officers, directors and other principal stockholders, in the aggregate, beneficially own a substantial amount of our outstanding common stock. Although these stockholders do not have majority control, they currently have, and likely will continue to have, significant influence with respect to the election of our directors and approval or disapproval of our significant corporate actions. This influence over our affairs might be adverse to the interests of other stockholders. In addition, the voting power of these stockholders could have the effect of delaying or preventing a change in control of PLX.

The Anti-Takeover Provisions In Our Certificate of Incorporation Could Adversely Affect The Rights Of The Holders Of Our Common Stock

Anti-takeover provisions of Delaware law and our Certificate of Incorporation may make a change in control of PLX more difficult, even if a change in control would be beneficial to the stockholders. These provisions may allow the Board of Directors to prevent changes in the management and control of PLX.

As part of our anti-takeover devices, our Board of Directors has the ability to determine the terms of preferred stock and issue preferred stock without the approval of the holders of the common stock. Our Certificate of Incorporation allows the issuance of up to 5,000,000 shares of preferred stock. There are no shares of preferred stock outstanding. However, because the rights and preferences of any series of preferred stock may be set by the Board of Directors in its sole discretion without approval of the holders of the common stock, the rights and preferences of this preferred stock may be superior to those of the common stock. Accordingly, the rights of the holders of common stock may be adversely affected. Consistent with Delaware law, our Board of Directors may adopt additional anti-takeover measures in the future.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have an investment portfolio comprised of fixed income securities, including amounts classified as cash equivalents and short-term investments. Our investment portfolio totaled $29.4 million at June 30, 2005. These securities are subject to interest rate fluctuations and will decrease in market value if interest rates increase.

The primary objective of our investment activities is to preserve principal while at the same time maximizing yields without significantly increasing risk. While our investment policy allows us to invest in high quality, short-term and long-term debt instruments, our investment portfolio as of June 30, 2005 is comprised of cash equivalents and short-term investments. A hypothetical 100 basis point increase in interest rates would result in approximately a $0.1 million decrease (less than 1%) in the fair value of our available-for-sale securities.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Based on their evaluation as of June 30, 2005, our Chief Executive Officer and Chief Financial Officer, have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were effective to ensure that the information required to be disclosed by us in this Quarterly Report on Form 10-Q was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and instructions for Form 10-Q.

(b) Changes in internal controls.

There has been no significant change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In connection with our acquisition of NetChip in May 2004, we agreed to pay certain additional earn-out consideration of shares of our common stock if certain USB gross profit milestones were met as of May 24, 2005. Certain such milestones have been met. Consequently, for such earn-out consideration payment, we issued 554,306 shares to former shareholders of Netchip during the three months ended June 30, 2005. The shares were issued in reliance on Rule 506 of Regulation D under the Securities Act of 1933, as amended, and have been registered for resale on a Form S-3.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's Annual Meeting of Stockholders held on May 25, 2005, the following individuals were elected to the Board of Directors:

Name	Votes For
Michael J. Salameh	24,399,755
D. James Guzy	23,568,514
John H. Hart	24,207,122
Robert H. Smith	23,629,510
Thomas Riordan	24,401,598
Patrick Verderico	24,255,623

ITEM 6. EXHIBITS

Exhibit Number	Description
10.1*	PLX Technology, Inc. 2005 Bonus and Deferred Compensation Plan, attached as Exhibit 10.1 to our Form 8-K, filed April 13, 2005 and incorporated herein by reference.
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, Chapter 63 of Title 18, United States Code, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, Chapter 63 of Title 18, United States Code, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Management contract or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PLX TECHNOLOGY, INC.

Date: August 5, 2005

By /s/ Rafael Torres
Rafael Torres
Vice President, Finance and
Chief Financial Officer
(*Authorized Officer and*
Principal Financial Officer)

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